

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

	)	
In re	)	Chapter 11
	)	
SEARS HOLDINGS CORPORATION, <i>et al.</i> , <sup>1</sup>	)	Case No. 18-23538 (RDD)
	)	
Debtors.	)	(Jointly Administered)
	)	

**NOTICE OF WITHDRAWAL OF MOTION OF ESL INVESTMENTS INC.  
FOR LEAVE TO FILE UNDER SEAL THE EXPERT REPORT OF  
DAVID M. SCHULTE IN SUPPORT OF SUPPLEMENTAL MEMORANDUM  
OF LAW ON BEHALF OF ESL INVESTMENTS, INC.  
IN SUPPORT OF ITS REQUESTS TO DETERMINE  
THE AMOUNT OF ITS SECOND LIEN SECURED CLAIMS UNDER  
SECTION 506(a) AND ITS SECTION 507(b) ADMINISTRATIVE CLAIMS  
PURSUANT TO BANKRUPTCY RULE 3012;  
AND IN OPPOSITION TO THE DEBTORS' MOTION  
TO SURCHARGE ITS COLLATERAL PURSUANT TO SECTION 506(c)**

Pursuant to agreement reached among the applicable parties and written permission from the Court, ESL Investments, Inc. and certain of its affiliated entities (including JPP, LLC and JPP

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

II, LLC (collectively, “ESL”)) by and through its undersigned counsel, hereby withdraws the *Motion of ESL Investments, Inc. for Leave to File Under Seal Report of David M. Schulte in Support of Supplemental Memorandum of Law on Behalf of ESL Investments, Inc. in Support of Its Requests to Determine the Amount of Its Second Lien Secured Claims Under Section 506(a) and Its Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012; And in Opposition to the Debtors’ Motion to Surcharge Its Collateral Pursuant to Section 506(c)* [ECF No. 4277].

Dated: June 27, 2019  
New York, New York

CLEARY GOTTlieb STEEN & HAMILTON LLP

/s/ Andrew Weaver

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